

Amended and Restated
Bylaws of
The Ethiopian Orthodox Tewahedo Debre
Meheret St. Michael's Church in Dallas

(as amended through July 15, 2013)

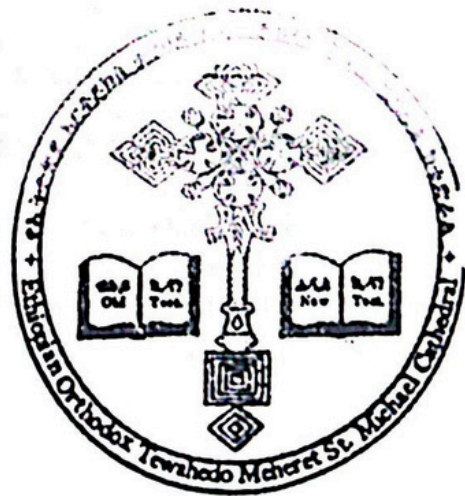


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ARTICLE 1
SPIRITUAL FOUNDATION

Date of Last
Amendment
or Change

1.1 Ecclesiastical Law. The Ethiopian Orthodox Tewahedo Debre Meheret St. Michael's Church in Dallas (the "Church") is an institution, which has been duly incorporated under the laws of the state of Texas as a nonprofit corporation and is a spiritual unit. The principal objective of the Church is, and shall be to establish and maintain a church of religious worship in accordance with the teaching of our Lord, Jesus Christ, as adopted by the Ethiopian Orthodox Tewahedo Church, to conduct and maintain services of divine worship and religious observance; to provide educational programs to individuals in groups to increase their understanding of the faith, creed, history, culture, language and tradition of the Orthodox Tewahedo religion of Ethiopia. For spiritual guidance only, the Church accepts the Holy Synod of the Ethiopian Orthodox Church in Exile and considers itself to be under the spiritual umbrella of the legitimate Holy Synod of the Ethiopian Orthodox Church in exile, provided, however, that the Holy Synod in Exile shall have no involvement in the day-to-day operations of the Church, shall not be involved in the Church's selection or employment of any priest, and shall have no involvement with any of the assets of the Church, nor shall the Church be subject to any mandatory assessment of funds or other required payments of any kind to the Holy Synod in Exile. The Church shall receive from the Holy Synod in Exile educational materials and spiritual guidance only until and unless the Board of Trustees, acting as the governing body of the Church determines to the contrary. The duly-elected Board of Trustees, as the governing body, in accordance with the provisions of the Bylaws and the statutes of the State of Texas, shall make all determinations in all church matters, financial and administrative, in accordance with overall policy and directives of the Church.

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ARTICLE 2
MEMBERS, MEETINGS OF MEMBERS

2.1 Members. All Christians baptized in the Ethiopian Orthodox Tewahedo Church in accordance with its rites and canons, who are at least eighteen (18) years of age, who are willing to fulfill the religious obligations and accept the provisions of these Bylaws, whose names are recorded in the Membership Register or, who have completed an application for membership which has been approved by the Board of Trustees, and who have fulfilled and paid all membership fees or required contributions through the month preceding the date of determination (which shall be at least three months) qualify as members of the Church. Any member who owes fees or charges for more than twelve months shall automatically cease to be a member and shall apply to the Board of Trustees as a new member if desired. A new member shall pay at the time of registration a fee of \$50 (fifty dollars). A person must have been a member for at least one calendar year in good standing before a general assembly in order to participate at that assembly and cast votes at that meeting. In order to be eligible to be nominated and elected as a member of the Board of Trustees, a person must have been a member in good standing for (i) at least two calendar years and have served on a committee designated by the Board of Trustees for at least one calendar year or (ii) at least ten (10) years and have a good knowledge of

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the functions of the Church. The minimum contribution or payment to the Church for membership shall be \$30 (thirty dollars) per month payable on or before the first day of each calendar month, except for members with special circumstances the eligibility for which shall be determined by the Board of Trustees due to special circumstances to reduce or eliminate such fee. All Christians under the age of eighteen (18) who are baptized in the Ethiopian Orthodox Tewahedo Church and whose parents are "qualified members," shall qualify as non-paying and nonvoting members. Any person who institutes any proceeding in litigation against the Church for any reason, shall immediately cease to be a Member of the Church." A "qualified member" (which is a member in good standing) is defined in Section 2.6 of these Bylaws.

2.2 Meeting Places. Meetings of the members (collectively the "Assembly") shall be held in the Church hall, unless another place has been designated for the meeting by the Board of Trustees. The Chairman of the Board of Trustees shall preside at all assembly meetings.

2.3 Annual Meeting. The annual meeting of the Assembly shall be held each year on a date and in the month in each year at a time selected and designated by the Board of Trustees, which, commencing in the year 2013, shall be in the month of March, and it is contemplated that in each succeeding year, the annual meeting of the Assembly should take place in the month of March in each year. At each annual meeting trustees shall be elected, the annual accounts reported and any other proper business within the power of the Assembly may be transacted.

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2.4 Special Meetings. A special meeting of the general assembly may be called at any time by the Board of Trustees, by the Chairman of the Board of Trustees or by qualified members entitled to cast not less than one-tenth (1/10th) of the votes at any such meeting. If a special meeting is called by any person other than the Board of Trustees, the request shall be in writing, specifying the time of the meeting and the general nature of the business to be transacted, and shall be delivered to the Chairman of the Board or the Secretary. The Board of Trustees shall call a special meeting (a) to approve by a vote of not less than two-thirds (2/3rd) of the qualified members present at a duly-constituted meeting, the contemplated purchase or sale of any real property of or for the Church, including the issuance of any promissory notes or securities where the value thereof shall exceed \$1,000, provided that such approval is not required to "roll over" or reinvest securities in similar instruments upon their maturity; (b) to consider and recommend expenditures exceeding ten percent (10%) of the total approved annual budget which has been approved by the Board of Trustees; or (c) in the event the Board of Trustees shall lose a majority of its Trustees during any calendar quarter consisting of three months if such vacancies have not been filled pursuant to Section 3.5 of the Bylaws.

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2.5 Notice of Assembly Meetings. Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by:

- a. mailing the notice, postage prepaid to such members;
- b. announcement during or after a Church service; and
- c. written announcement posted on the Church bulletin board, in each case not less than ten nor more than fifty days before the date of the meeting. Notice of

special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

2.6 Qualified Members, Quorum, Adjourned Meetings. Members who have attained the age of eighteen (18) years, and whose names are properly recorded in the Members Register at least twelve (12) calendar months before the date of a meeting of the assembly and who have satisfied their financial contribution requirement for at least nine (9) calendar months immediately preceding the month in which the meeting is to be held, shall be eligible to vote and participate at that meeting and shall be deemed to be in good standing and be a "qualified member" for purposes of these bylaws and such meeting. The presence in person of the lesser of (I) one-third ($1/3^{\text{rd}}$) of the qualified members shall constitute a quorum at any meeting for the transaction of business and two-thirds ($2/3^{\text{rd}}$) of such qualified members present at any such meeting shall be required for the approval of any matter; provided, however, if a meeting is called but fails for lack of a quorum two times, the matter under consideration may be determined by the Board of Trustees in its discretion. The qualified members present at any duly called or held meeting at which a quorum was originally present may continue to conduct business until adjournment, notwithstanding the withdrawal of enough qualified members to reduce the number of qualified members present to less than the quorum requirement, if any action is taken (other than adjournment) is approved by at least a majority of the qualified members required to constitute a quorum. If, however, any meeting is recessed, then at any recalled or continued meeting held within fourteen days after the original meeting and at which a quorum is then present, any business may be transacted.

2.7 Voting. Voting shall be by a show of hands provided, however, that any member may demand a ballot vote. If a quorum is present, the affirmative vote of a majority of the members at the meeting and qualified to vote shall be the act of the Assembly, unless the vote of a greater number is required by Texas law, the Articles of Incorporation or these Bylaws.

2.8 Waiver of Notice or Consent by Absent Members. The transactions of any Assembly meeting, however called to notice, shall be as valid as though had at a meeting duly held after proper call and notice, if:

- a. a quorum be present; and
- b. either before or after the meeting, each person entitled to vote at that meeting, not present in person, signs:
 - (I) a written waiver of notice;
 - (ii) a consent to the holding of the meeting; or
 - (iii) an approval of the minutes of such meeting.

All such waivers, consents or approvals shall be filed with the Church records or made a part of the minutes of the meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at a meeting.

2.9 Record Date for Member Notices. For purposes of determining the members entitled to notice of any meeting, the record date for determining members entitled to vote at a meeting of members shall be at the close of business on the first day preceding the day on which notice is given, or, if notice is waived at the close of business on the first day on which the meeting of the Assembly is held.

2.10 Elections Committee. At least ten (10) calendar days before any meeting of members at which elections will be held, the Board of Trustees shall appoint a committee of not less than five (5) and up to seven (7) qualified members, none of whom may be nominees for office to act as the Elections Committee at the meeting or any adjournment thereof. The number of members of the Elections Committee may be less than seven (7), but shall not be less than five (5), at the discretion of the Board of Trustees and may consist of one (1) delegate representative from each other committee in the Church if approved by the Board of Trustees. The Elections Committee shall conduct the election process according to election rules and regulations given to the committee by the Secretary and by law. The Elections Committee shall cause to be prepared for the benefit of the Secretary all election documents, including election cards and suggestions which may thereafter be revised by the Secretary to conform to custom, practice and law. The Elections Committee shall solicit candidates for positions of Trustees from qualified members, whose nominations shall be posted upon the bulletin board of the Church at least ten (10) calendar days before the date of any meeting at which elections are to take place. The names of all candidates, together with the names of such nominators, must be posted upon the bulletin board at least five (5) calendar days before the election and no member shall be eligible for the office of Trustee unless he/she shall be nominated and posted as herein provided and shall have been a qualified member of the Church for at least two (2) calendar years. The Secretary shall cause ballots to be prepared containing all of the names posted, specify how nominated and shall make such information available to each qualified member at least seven (7) calendar days prior to the date elections are to take place. The objectives of the Elections Committee are:

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- a. to ensure that free and fair nominations and elections take place;
- b. to conduct the election process through secret ballots;
- c. to observe the voting process for the election of new members of the Board of Trustees;
- d. to count the votes on the same day of the election to determine the election results and immediately submit a written report signed by the members of the Elections Committee to the Secretary who shall post the results on the Church bulletin board on the same day;
- e. to introduce the elected candidates to the parishioners the following Sunday;
- f. representatives from the Elections Committee shall observe the election process and submit a report to the Board of Trustees;
- g. to do any other acts that may be proper to conduct the election or vote with fairness to all qualified members.



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ARTICLE 3

TRUSTEES

3.1 Powers. Subject to the provisions of the Texas Non-Profit Corporation Act and any limitation in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business, activities and affairs of the Church shall be managed and all corporate powers shall be exercised by or under the Board of Trustees.

Without prejudice to these general powers, and subject to the same limitations, the trustees shall have the power to:

a. select and remove all agents and employees of the Church, prescribe and powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws, fix their compensation and require from them security for faithful service;

b. adopt, make, use and alter the official seal of the Church which shall incorporate the Holy Cross and the name of the Church; and

c. borrow money and incur indebtedness on behalf of the Church, and cause to be executed and delivered for the Church's purposes, in the Church's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

3.2 Number and Qualification of Trustees. The number of trustees of the Church shall be nine, until changed, by a Bylaw amending this Section 3.2, duly adopted by the Board of Trustees or by a duly adopted amendment to the Articles of Incorporation or by an amendment to this Bylaw duly adopted by the vote of a majority of the members entitled to vote. Any person over the age of eighteen (18), who has been a member in good standing for at least two calendar years shall be eligible to serve on any committee appointed by the Board of Trustees. In order to be eligible to be nominated and elected as a member of the Board of Trustees, a person must have been a member in good standing (*i.e.*, a qualified member) for (i) at least two calendar years and have served on a committee designated by the Board of Trustees for one calendar year or (ii) at least ten (10) years and have a good knowledge of the functions of the Church.

3.3 Nominations. Candidates for Trustee shall be nominated by the process set forth under Articles 2, Section 2.10 captioned "Elections Committee." No person may be nominated as a candidate for Trustee in any separate manner. The names of all candidates, together with the names of nominators, are to be posted upon the bulletin board as set forth under Article 2, Section 2.10 of the Bylaws above.

3.4 Election and Term. Trustees shall be elected at each annual meeting of the Assembly during November of each year. The nominees receiving the highest number of votes of qualified members, up to the number of Trustees to be elected, shall be deemed elected. Except as provided below with respect to the initial term of service, each Trustee shall be elected for a term of three years and the terms of the members of the Board of Trustees shall be staggered such that each year the terms of one-third ($1/3^{\text{rd}}$) of the members shall expire. The initial terms of service shall be as follows: three members shall be elected for an initial term of three years, three members for an initial term of two years, and three members for an initial term of one year. Following the initial year of election of 1991, upon the expiration of the initial terms, subsequent terms shall be for a period of three years. A Trustee may be elected for two consecutive three year terms. A Trustee who has served two consecutive three year terms shall not be eligible for reelection until the expiration of one term (3 years) after the expiration of his last term. If a Trustee elected at an Assembly is absent for any reason from three consecutive called meetings of the Board of Trustees, unless excused by the affirmative vote of majority of the Board of Trustees, without counting the absent Trustee, such Trustee shall be replaced by the candidate at the election for which such Trustee was elected who received the next highest number of votes at such election (unless such person was elected as a Trustee otherwise, in which event the person receiving the second highest number of votes at such original Assembly) shall be deemed to be a replacement Trustee for the absent person which replacement Trustee shall serve the remainder of the term then in effect for such absent Trustee, providing at least three (3) months remain in such term; provided, however, that in the event that three or less months remain in such term, a vacancy shall be deemed to exist on the Board of Trustees which shall not be filled until the next election.

3.5 Vacancies.

A. Vacancies may be filled by a resolution of a majority of the remaining trustees, though less than a quorum, or by a sole remaining trustee, except that a vacancy created by the removal of a trustee by the vote of the majority of the Assembly entitled to vote represented at a duly held meeting at which a quorum is present. Each trustee so elected shall hold office until the next annual meeting of the Assembly and until a successor has been qualified and elected, a vacancy in the Board of Trustees shall be deemed to exist in the event of the death, resignation or removal of any trustees, or if the authorized number of trustees is increased, or if the Assembly fails at any meeting at which any trustee or trustees are elected, to elect the number of trustees to be voted for at that meeting.

B. Any trustee may resign effective upon giving written notice to the Chairman of the Board, the Treasurer or the Secretary, or the Board of Trustees, unless the notice specified a later time for that resignation to become effective. If a resignation is at future time, the Board of Trustees may elect a successor to take office when the resignation becomes effective.

C. No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.



D. Any officer or trustee may be removed from office by the Board of Trustees or upon the affirmative vote of two-thirds of the members qualified to vote and present at a special meeting of the Assembly held for such purpose. Such a meeting known as an impeachment proceeding shall be convened upon receipt of a petition of impeachment signed by fifty-one percent of the registered members of the Church. If a member of the Board of Trustees is absent from three consecutive meetings of the Board or five meetings in any one calendar year without excuse satisfactory to the Chairman, the Chairman may declare the position of such absent trustee to be vacant and proceed to fill the vacancy until the next annual assembly.

3.6 Place of Meetings and Meetings by Telephone. Regular meeting of the Board of Trustees may be held at any place designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the Church. Special meetings of the Board may be held at any place designated in the notice of the meeting, or if no such place has been designated, at the Church. Any meeting may be held by conference telephone or similar communication equipment, so long as all trustees participating in the meeting can hear one another and all such trustees shall be deemed to be present in person at the meeting.

3.7 Annual Meeting. Immediately following each annual meeting of the Assembly, the Board of Trustees shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business as desired. Notice of this meeting shall not be required unless it is held in a place other than where the annual assembly is held.

3.8 Other Regular Meetings. Other regular meetings shall be held without call at least once a month at such time and place as shall from time to time be fixed by the Board of Trustees. Such regular meetings may be held without notice.

3.9 Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the Chairman of the Board, or the Vice Chairman, or the Secretary, or any two trustees.

Notice of the time, place and purpose of special meetings shall be delivered personally or by telephone to each trustee or sent by first class mail or telegram, charges prepaid, addressed to each trustee at that trustee's address as it is known on the Membership Register of the Church. In case the notice is mailed, it shall be deposited in the United States mail at least four days before the time of the meeting. In case the notice is delivered personally, or by telephone, or by telegram, it shall be delivered personally or by telephone or to the telegraph company at least forty-eight hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the trustee or to a person at the office of the trustee who the person giving the notice has reason to believe will promptly communicate it to the trustee.

3.10 Quorum. A majority of the authorized number of trustees shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. Every act done or decision made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the Board of Trustees, subject to the provisions of Article 1396-2.18 of Texas Non-Profit Corporation Act (the "Act") (as to appointment of committees) and Article 1396-2.22A of the Act (as to indemnification of trustees). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action take is approved by at least a majority of the required forum for that meeting.

3.11 Waiver of Notice. The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Church records or made a part of the minutes of the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.12 Adjournment. A majority of the trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.13 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four hours, in which case notice of the time and place shall be given prior to the time of the adjourned meeting, in the manner specified in Section 3.9, to the trustees who were not present at the time of the adjournment.

3.14 Action Without Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.15 Fees and Compensation of Trustees. Trustees and members of the committee shall receive no compensation for their services, but shall be entitled to such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Trustees. This section shall not be construed to preclude any trustee from serving the Church in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services.



ARTICLE 4
COMMITTEES OF THE BOARD OF TRUSTEES

4.1 Registration of Committees. The Board of Trustees may, by resolution adopted by a majority of the authorized number of trustees, designate one or more committees, each consisting of two or more trustees, to serve at the pleasure of the Board. The Board may designate one or more trustees as alternate members of any committee who may replace any absent member at any meeting of the committee.

4.2 Powers of Committees. Any committee, to the extent provided in the resolution of the Board of Trustees, shall have all the authority of the Board except with respect to:

- a. the approval of any action which, under the Texas Non-Profit Corporation Act, also requires members' approval or approval of the outstanding shares;
- b. the filling of vacancies on the Board of Trustees or in any committee;
- c. the amendment or repeal of Bylaws or the adoption of new Bylaws;
- d. the amendment or repeal of any resolution of the Board of trustees; or
- e. the appointment of any other committees of the Board of Trustees or the members of these committees.

4.3 Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Section 3.6 (Place of Meetings), Section 3.8 (Regular Meetings), Section 3.9 (Special Meetings), Section 3.10 (Quorum), Section 3.11 (Waiver of Notice), Section 3.12 (Adjournment), Section 3.13 (Notice of Adjournment) and Section 3.14 (Action Without Meeting) hereof, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Trustees and notice of special meetings of committees shall also be given to all alternate members who shall have the right to attend all meeting of the committee. The Board of Trustees may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

4.4 Audit Committee. In addition to any other committee, the Board shall, by resolution adopted by majority of the authorized number of trustees, designate an audit committee composed of three members of the Board of Trustees. Members of the audit committee shall be independent trustees; the Chairman, the Vice Chairman and the Treasurer shall not be members of the audit committee. The Audit Committee shall function in accordance with these Bylaws and shall examine the financial accounts of the Board of Trustees and specify its criticisms and suggestions in writing to the Board of Trustees and to present same to the annual assembly meeting. The Audit Committee shall have the right to make special investigations and, in cases of irregularities, to submit a report to the Board of Trustees and to the membership meeting.

ARTICLE 5 **OFFICERS**

5.1 Officers. The officers of the Church shall be a Chairman, a Secretary and a Treasurer. The Treasurer is the Chief Financial Officer of the Church unless the Board of Trustees has by resolution determined another officer to be the Chief Financial Officer. The Church may also have, at the discretion of the Board of Trustees, a Vice Chairman of the Board, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of Sections 5.2 and 5.3. Any number of offices may be held by the same person, except the offices of Chairman and Secretary.

5.2 Elections of Officers. The officers of the Church shall be elected by the Board of Trustees and shall be persons who are regular attendant and registered members of the Church. Each officer shall serve for one year.

5.3 Subordinate Officers. The Board of Trustees may appoint, and may empower the Chairman to appoint, such other officers as the activities of the Church may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Trustees or the Chairman may from time to time determine.

5.4 Removal and Resignation of Officers. Subject to the rights, if any, of any officer under express written contract of employment, any officer may be removed, either with or without cause, by the Board of Trustees, by any officer upon whom such power of removal may be conferred by the Board of Trustees at any regular or special meeting of the Board.

Any officer may resign at any time by giving written notice to the Secretary. Any resignation shall take effect at the approval of the Board of Trustees and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Church under any contract to which the officer is a party.

5.5 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

5.6 Chairman of the Board. The Chairman of the Board shall, if present, preside at meetings of the Board of Trustees and exercise and perform such other powers and duties as may be, from time to time, assigned to him by the Board of Trustees or prescribed by the Bylaws. The Chairman of the Board shall be the Chief Executive Officer of the Church and shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the administrative activities, business and officers of the Church in consultation with the Board of Trustees, prepare the agenda for meetings of the Board of Trustees and the Assembly. He (or she) shall preside at all meetings of the members and at all meetings of the Board of Trustees. He shall have the general powers and duties of management usually vested in the chief executive officer of a church and shall have such other powers and duties as may be prescribed by the Board of Trustees or the Bylaws.

5.7 Vice Chairman. In the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chairman. The Vice Chairman shall have such other powers and perform such other duties as, from time to time, may be prescribed or him respectively by the Board of Trustees or the Bylaws, or the Chairman of the Board.

5.8 Secretary. The Secretary shall keep or cause to be kept at the Church archives or such other place as the Board of Trustees may direct, a book of minutes of all meetings and actions of trustees, committees of trustees and of the Assembly, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present, the number of members present at Assemblies and the proceedings. The Secretary shall keep a register of all members, including their full names, dates of birth and addresses for notices. The Secretary shall provide the Board of Trustees, on a regular monthly basis, copies of all minutes, reports, financial statements and other books and records of the Board of Trustees and of the Church.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Trustees required by the Bylaws or by law to be given, and he shall keep the seal of the Church, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the Bylaws.

5.9 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records and accounts of the properties and business transactions of the Church, including accounts of its assets, liabilities, receipts, disbursement, gains, losses, capital and retained earnings. The books of account shall at all reasonable times be open to inspection by any trustee and assigned auditors.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board of Trustees. He shall disburse the funds of the Church as may be ordered by the Board of Trustees, shall render to the Chairman and trustees, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Church, and shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or by the Bylaws. The Treasurer shall keep all the keys of the locks of the Church, Altar, meeting hall, offices and Church owned properties.

ARTICLE 6

SPIRITUAL OFFICIALS

6.1 Bishop. The functions and duties of the Bishop and all clergy appointed by him shall be in accordance with the established canons of the Ethiopian Orthodox Tewahedo Church and shall include the following:

(I) to perform Church services and Sacraments according to the religious laws, canons and traditions of the Ethiopian Orthodox Tewahedo Church.

(ii) to open and close each meetings of the Assembly and of the Board of Trustees with spiritual guidance. The Bishop or his designee shall remain in attendance until each meeting is adjourned and shall advise the Chairman of the Board and the Assembly with respect to the establishment canons, religious traditions and other spiritual matters of the Ethiopian Orthodox Tewahedo Church.

(iii) to advise members and trustees with regard to, and to assure that these Bylaws, the resolutions of the meetings of the Assembly and the decisions and actions of the Board of Trustees, are in conformity with the established canons, religious traditions and other spiritual authorities of the Ethiopian Orthodox Tewahedo Church.

(iv) to be responsible for all religious activities of the parish.

(v) to give religious support and guidance to Church sponsored or affiliated schools and other institutions, organizations and committees, thus making certain that all Church activities are conducted in a manner in accordance with the canons and traditions of the Ethiopian Orthodox Tewahedo Church.

(vi) to endeavor to increase the membership of the Church and to strengthen its committees and organizations.

ARTICLE 7

DISCIPLINE

7.1 **Members.** No individual, as a result of any disciplinary measure taken by the Board of Trustees or its officers, may be denied the opportunity to worshiping in the Church or to receive the Sacraments of the Ethiopian Orthodox Tewahedo Church.

7.2 **Clergy.** The discipline of parish priests or other clergy is at the discretion of the Board of Trustees. The Bishop will be consulted in all spiritual matters.

7.3 **Suspension or Expulsion.** The Board of Trustees shall have the power by vote of two-thirds (2/3rd) of all of the members thereof (a) to remove any officer of the Church for "cause"; (b) to reprimand, suspend or expel any officer or member for misappropriation of Church property; (c) to suspend or expel any member for nonpayment of required financial contributions or other indebtedness due by him or her to the Church; (d) to reprimand, suspend or expel any member guilty of any violation of the Bylaws or policy rules of the Church, or for conduct improper or prejudicial to the interest of the Church, or for other good and sufficient cause; or (e) for any offense against the interest of good government of the Church. Expulsion shall terminate all rights and privileges of such member in or to the Church and the Church shall have no further responsibility or liability of any kind whatsoever to such expelled member. No person may be removed from his or her capacity as an elected member of the Board of Trustees under this section; such person may only be removed from such capacity under Section 7.5 below. For the purposes of this section and any other provision of these bylaws, the term "cause" shall include, but is not limited to (i) membership in any organization that has conflict of interest with the Church; (ii) activities or conduct on Church owned property which incites riot, causes injury to person or property, or is prejudicial to the interests of the Church or its congregation; or (iii) indictment or conviction of a crime, involving theft, moral turpitude or pedophilia.

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7.4 Charges; Opportunity to be Heard. A copy of the charge preferred against any officer or member shall be served upon him or her at least seven (7) days before the meeting of the Board of Trustees at which such charges shall be considered, together with a notice of the time and place of the meeting, at which meeting he or she shall have the opportunity to be heard in his or her defense. A finding by the Board of Trustees by the required vote set forth in Section 7.3 above, shall be conclusive for all purposes with respect to the charge preferred against any officer or member.

7.5 Removal of Trustees. A Trustee may be removed from office as a Trustee, with or without cause, by the qualified members entitled to elect, designate or appoint the Trustee at a meeting called for that purpose by two-thirds (2/3") of the qualified members entitled to vote at an election of Trustees.

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ARTICLE 8

INDEMNIFICATION OF TRUSTEES

8.1 Indemnification of Trustees and Officers. The Church shall be required, to the maximum extent permitted by the Texas Non-Profit Corporation Act, to indemnify each of its trustees and officers (including spiritual officers) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was trustee, officer, employee or other agent of the Church, or was a trustee, officer, employee or agent of a church which was a predecessor church of the Church or of another enterprise at the request of such predecessor church provided, however, that no such exoneration or indemnification shall extend to any case in which any liability, fine or penalty is imposed upon such person by reason of the final judgment or a court of competent jurisdiction adjudging such person guilty of gross negligence, bad faith, willful and fraudulent misconduct or any criminal offense.

8.2 Advances of Expenses. Expenses incurred in defending any proceeding in the cases described in Section 8.1 may be advanced by the Church prior to the final deposition of such proceeding upon receipt of any undertaking by or on behalf of the agent to repay such amount, unless it shall be determined ultimately that such person is entitled to be indemnified as authorized in its article.

ARTICLE 9

RECORDS AND REPORTS

9.1 Maintenance and Inspection of Share Register. The Secretary shall keep at the Church archives a record of its members, giving the names, dates of birth and addresses of all members.

For a purpose reasonably related to the member's interests as a member, any member of the Church may:

(I) inspect and copy the records of members' names and addresses during usual Church hours upon reasonable written notice to the Secretary; or

(ii) obtain from the Secretary, upon written request and upon the tender of reasonable fees for Xerox copies of such list, a list of the members' names and addresses, who are entitled to vote for the election of trustees, as of the most recent record date for which that list has been compiled or as of a date specified by the member subsequent to the date of demand. This list shall be made available to any such member by the Secretary or before the later of five days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

9.2 Maintenance and Inspection of Bylaws. The Secretary shall keep at the Church the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during Church hours.

9.3 Maintenance and Inspection of Other Church Records. The accounting books and records and minutes of proceedings of the members and the Board of Trustees and any committee or committees of the Board of Trustees shall be kept at the Church archives or such place designated by the Board of Trustees. The minutes and accounting books and records shall be open to inspection upon the written demand of any member at any reasonable time during usual Church hours for a purpose reasonably related to the member's interests as a member.

9.4 Inspection by Trustees. Every trustee shall have the absolute right at any reasonable time to inspect, copy and make extracts of all books, records and documents of every kind and the physical properties of the Church. The Secretary shall, as promptly as practicable and on a current basis, provide the Board of Trustees with a copy of all Church books, records and documents of every kind.

9.5 Financial Statements. A copy of any annual financial statement and any annual income statement of the Church for each period of each fiscal year, and any accompanying balance sheet of the Church as of the end of each such period, that has been prepared by the Church shall be kept on file at the Church for twelve months and each such statement shall be exhibited at all reasonable times of any member demanding an examination of any such statement. The income statements and balance sheets referred to in this section shall be accompanied by the report, if any, of any independent accountants engaged by the Church or the certificate of an authorized officer of the Church that the financial statements were prepared without audit from the books and records of the Church.

ARTICLE 10

GENERAL CORPORATE MATTERS

10.1 Language. Meetings of the Board of Trustees, as well as meetings of the Assembly, may be conducted in either Amharic or the English languages. Church records may be kept in either Amharic or English, as may be deemed appropriate by the Board of Trustees and the Spiritual Officials.

10.2 Checks, Drafts, Evidences of Indebtedness. All checks, drafts, promissory notes, or other orders for payment, other evidences of indebtedness, investments and transfer of funds issued in the name of the Church, shall be signed by the Chairman or the Vice Chairman or a trustee elected by the Board of Trustees and the Financial Officer.

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10.3 Executing Corporate Contracts and Instruments. The Board of Trustees except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Church and this authority may be general or confined to specific instances; and, unless so authorized or ratified or by the Board of Trustees or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

10.4 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Texas Non-Profit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a Church and a natural person.

10.5 Applicable Statutes. From and after January 1, 2010, the Texas Non-Profit Corporation Act will expire and after such date all references in these Bylaws to provisions of the Texas Non-Profit Corporation Act shall be deemed to be references to corresponding provisions of the Texas Business Organizations Code, specifically Chapters 20 and 22 and the provisions of Title 1 thereof to the extent applicable to non-profit corporations which may also be cited as the Texas Non-Profit Corporation Law under Section 1.008 of the Texas Business Organizations Code.

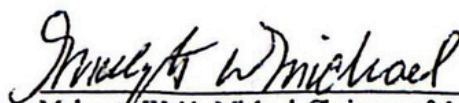
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ARTICLE 11 AMENDMENTS

11.1 Amendment by Members. New Bylaws may be adopted or these Bylaws may be amended or repealed, consistent with the established canons of the Ethiopian Orthodox Tewahedo Church, by the vote or written consent of two-thirds of the members entitled to vote, except as otherwise provided by law or in the Articles of Incorporation. Any proposed amendments by any parishioner or parishioners to these Bylaws should be submitted in writing to the Assembly through the Board of Trustees at least thirty days prior to the meeting of the Assembly at which the amendment is to be voted. The Board of Trustees shall deliberate on the proposal and present it with its recommendation as appropriate to the Assembly.

11.2 Amendment by Trustees. Subject to the rights of the members as provided in Section 11.1, to adopt, amend or repeal Bylaws, Bylaws may be adopted, amended or repealed by the Board of Trustees.

Amended and Restated 12th day of April, 2009, and further amended on January 8, 2013, a 15, 2013.



Mulgeta Wokle Michael, Chairman of the Board of Trustees

**Checklist of Church Action
at Meetings of the Board of Trustees and of the Assembly**

I. Meetings of the Board of Trustees

A. Regular monthly meetings.

1. Bishop or his designee opens the meeting with spiritual guidance; Chairman or Vice Chairman conducts meeting.
2. Secretary confirms that a quorum (a majority of the Trustees) is present.
3. Approve meetings of prior meeting.
4. Reports of Committees.
5. Report of Treasurer.
6. Approve preparation of Tax Reports (at appropriate time of the year: Federal Form 990 and any relevant state forms).
7. New/old business.
8. Bishop or his designee closes the meeting with spiritual guidance.

B. Meeting at least two months before the Annual Assembly Meeting.

At least two months before the Annual Assembly Meeting, the Board should plan and set in motion actions to be taken by the Assembly.

1. Bishop or his designee opens the meeting with spiritual guidance.
2. Secretary confirms that a quorum (a majority of the Trustees) is present.
3. Board Action.
 - (a) Approve date of Annual Meeting (if not already set).
 - (b) Approve form of Notice of Annual Meeting (including Annual Meeting Agenda).
 - (c) Approve date for Notice of Annual Meeting (notice to members is to be by mail, announcement and posting less than sixty days but not more than ten days before the Annual Assembly Meeting).
 - (d) Select and approve Election Committee to conduct election: either one or three members (at the discretion of the Board of Trustees).
 - (e) Schedule and/or approve Annual Financial Report (after audit by Audit Committee).
4. Bishop or his designee closes the meeting with spiritual guidance.

C. After every annual election, the new elected officials shall vow to serve the Church in full faith and honesty.

D. Annual First Board of Trustees Meeting.

Immediately following the Annual Assembly Meeting.

1. Bishop or his designee opens the meeting with spiritual guidance.

2. **Board Action.**

- (a) Elect officers: Chairman, Vice Chairman, secretary, Treasurer and any other officers.
- (b) Fix regular time and place of monthly meeting.

3. **New/old business.**

4. **Bishop or his designee closes the meeting with spiritual guidance.**

II. Meetings of the Assembly

- 1. Bishop or his designee opens meeting with spiritual guidance; Chairman conducts meeting.
- 2. Secretary confirms that a quorum (1/3 of the members) is present.
- 3. Annual Financial Report by Treasurer.
- 4. Report of Audit Committee.
- 5. Election of Trustees; run by Elections Committee.
- 6. New/old business.
- 7. Bishop or his designee closes the meeting with spiritual guidance.

CONFLICT OF INTEREST POLICY

1. Reason for Statement

As a ministry initiated and sustained by God, the Ethiopian Orthodox Tewahedo Debre Mcheret St. Michael's Church in Dallas (the "Church") has a mandate to conduct all of its affairs decently and above reproach both in the sight of God and man. That accountability includes a commitment to operate with the highest level of integrity and to avoid conflicts of interest.

As a Texas non-profit corporation and tax-exempt entity, the Church depends on membership dues, donations, offerings and charitable contributions of the congregation. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS and state corporate and tax officials view the operations of the Church as a public trust, account-able to both governmental authorities and members of the public.

Among the Church and its Board, officers and management employees, there exists a fiduciary duty, which carries with it a broad and unbending duty of loyalty. The Board, officers and management employees are responsible for administering the affairs of the Church honestly and prudently, and for exercising their best care, skill and judgment for the sole benefit of the Church. Those persons shall exercise the utmost good faith in all transactions involved in their duties and they shall not use their positions with the Church or knowledge gained there from for their personal benefit. The interests of the Church must have the first priority and all purchases of goods and services must be affected on a basis that secures for the Church full competitive advantages as to product, service and price.

2. Persons Concerned

This statement is directed to Trustees and officers, as well as those employees annually designated by the Board who influence the actions of the Church or its Board, or make commitments on their behalf. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel" and who have proprietary information concerning the Church.

3. Areas in Which Conflicts May Arise

Conflicts of interest may arise in the relations of Trustees, officers and management employees with any of the following third parties:

- 3.1 persons or entities supplying goods and services to the Church;
- 3.2 persons or entities from which the Church leases property and equipment;
- 3.3 persons or entities with whom the Church is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property;
- 3.4 persons or entities paying honoraria or royalties for products or for services delivered by the Church for its agents or employees;
- 3.5 other ministries or non-profit organizations;
- 3.6 donors and others supporting the Church;

- 3.7 stations or programmers that carry the Church's programming; or
- 3.8 agencies, organizations and associations that affect the operations of the Church.

4. Nature of Conflicting Interest

A material conflicting interest may be defined as an interest, direct or indirect, between any person or entity mentioned in Section 3, and a Trustee, officer or management employee which might affect, or might reasonably be thought by other to affect, the judgment or conduct of a Trustee, officer or management employee of the Church. Such an interest might arise through:

- 4.1 owning stock or holding debt or other proprietary interests in any third party dealing with the Church;
- 4.2 holding office, serving on the Board, participating in management or being otherwise employed (or formerly employed) in any third party dealing with the Church;
- 4.3 receiving remuneration for services with respect to individual transactions involving the Church;
- 4.4 using the Church's personnel, equipment, supplies or goodwill for other than Church-approved activities, programs and purposes;
- 4.5 receiving personal gifts or loans from third parties dealing with the Church (receipt of any gift is disapproved except gifts of nominal value, which could not be refused without discourtesy and no personal gift of money should ever be accepted);
- 4.6 obtaining an interest in real estate, securities or other property that the Church might consider buying or leasing; or
- 4.7 expending staff time during the Church's normal business hours for personal affairs or for other organizations, civic or otherwise, to the detriment of work performance for the Church.

5. Indirect Interest

As noted above, conflicting interests may be indirect. A Trustee, officer or management employee will be considered to have an indirect interest in another entity or transaction if any of the following also have an interest:

- 5.1 a family member of a Trustee, officer or management employee (family member is defined for these purposes as all persons related by blood or marriage);
- 5.2 an estate or trust of which the Trustee, officer or management employee or member of his family is a beneficiary, personal representative or trustee; or
- 5.3 a company of which a member of the family of the Trustee, officer or management employee is an officer, director or employee, or in which he has ownership or other proprietary interests.

Interpretation of This Statement of Policy

The areas of conflicting interest listed in Section 3 and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Trustees, officers and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the Church. However, it is the policy of the Board that the existence of any of the interest described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Trustees, officers and management employees to scrutinize their transactions with outside business interests and relationship for potential conflicts and to immediately make such disclosures.

Disclosure should be made to the Chairman (or if he is the one with the conflict, then to the Officers of the Board), who shall bring these matters to the attention of the Board. The Board shall then determine whether a conflict exists and is material and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair and reasonable as to the Church. The decisions on these matters are the sole discretion of the Board. The Board's first concern must be the welfare of the Church and the advancement of its purposes.

CERTIFICATION

I have carefully read the foregoing Statement of Policy concerning Conflicts of Interest and the accompanying Resolution of the Board of Trustees. In signing this certificate, I have considered not only the literal expression of the policy, but also its intents. I hereby certify that, except as hereinafter stated, I do not, to the best of my knowledge: (1) have any of the relations described in Section 4 with any person or firm of the classes listed in Section 3 and (2) I have no interests conflicting with the interests of this Church, nor do I have any relationship that may appear conflicting.

THE EXCEPTIONS ARE:

If any situation should arise in the future which I believe may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Officers or the Chairman of the Board, directly or through my immediate superior.

(Signature)



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